

Charter and By-Laws
of the
Buffalo Orphan Asylum

Founded 1836



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New York, Nineteen Hundred Forty



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CHARTER

of

BUFFALO ORPHAN ASYLUM

Buffalo, New York

being Laws of 1837, Ch. 259, as amended.

SEC. 1. Chapter two hundred and fifty-nine of the laws of eighteen hundred and thirty-seven, chapter one hundred and twenty-two of the laws of eighteen hundred and thirty-nine, chapter four hundred and ninety-one of the laws of eighteen hundred and forty-seven, chapter seven hundred and nine of the laws of eighteen hundred and seventy-two, chapter one hundred and forty of the laws of eighteen hundred and eighty-one, and chapter one hundred and fifty of the laws of eighteen hundred and eighty-two, are hereby consolidated and amended so as to read as follows: All persons who are now members of the Buffalo Orphan Asylum, and all persons who may hereafter be elected members thereof, are hereby continued and constituted a body corporate by the name of "The Buffalo Orphan Asylum", for the purpose of protecting, relieving, maintaining or assisting needy or underprivileged children of any age up to 21, of the County of Erie, directly or through gifts or other assistance to institutions engaged in the same or similar purposes, with the power to establish and maintain an institution for any or all of the foregoing purposes. (*Laws of 1885, Ch. 221, as enlarged by certificate filed Erie County Clerk's Office Nov. 30, 1940.*)

SEC. 2. The officers of the said corporation shall be a president, a vice-president, a secretary, a treasurer, and

eighteen trustees, who shall be elected from and by the members of the said corporation by ballot. An annual meeting of said corporation for the election of officers, shall be held on the second Tuesday of October, in each year, or on such other days as the corporation in and by its by-laws may appoint, and a majority of the votes cast at an election shall be requisite to elect. At the first election held after the passage of this act there shall be elected, as hereinbefore provided, a president, a vice-president, a secretary, and a treasurer for the year then next ensuing, and four trustees for the year then next ensuing, four trustees for the two years then next ensuing, and four trustees for the three years then next ensuing. At every subsequent annual election the members of the said corporation shall elect a president, a vice-president, a secretary, and a treasurer, who shall hold their respective offices for the term of one year thereafter, and six trustees who shall hold their office for the term of three years thereafter, so that the term of office of six trustees shall expire each year. The term of office of each officer of the corporation shall continue until his successor is elected. Any vacancy or vacancies which may occur in any of said offices may be filled by the board of trustees as hereinafter constituted, or by the remaining members thereof, for the period up to the next annual election thereafter. At such election such vacancy or vacancies shall be filled by the corporation for the unexpired term, if such there be. Any officer of the corporation shall be eligible for re-election. (*Laws of 1885, Ch. 221 as amended by certificate filed Erie County Clerk's Office Nov. 23, 1915.*)

SEC. 3. The president, vice-president, and secretary of the corporation shall, together with the trustees, constitute the board of trustees. And the president, vice-president,

and secretary of the corporation, shall ex officio be the president, vice-president, and secretary of the said board of trustees. The board of trustees shall have the management and control of the estate and affairs of said corporation, and shall have power to transact and manage all the business thereof; and in pursuance of the by-laws of said corporation, as the same may be from time to time enacted, shall have power to appoint, and at pleasure remove, and to allow and fix the compensation of, such subordinate officers, agents, superintendents, teachers, and servants, as the business and interests of the corporation may require. A majority of the board of trustees shall constitute a quorum for the transaction of business. But no sale, lease for more than one year, mortgage, or other disposition of the real estate of said corporation shall be deemed to be valid without the written consent of at least ten members of the board of trustees. (*For quorum, see By-Laws, Art. VIII.*)

SEC. 4. The said corporation for the uses and benefits thereof, may purchase, receive, take, and hold any and all property, real and personal, which has been or may be bequeathed, granted, conveyed, or devised to it; whether the same be devised, granted, bequeathed or conveyed directly to such corporation, or to its officers or trustees, or otherwise for its use, and may lease, sell, convey, or otherwise dispose of the same as to the board of trustees shall seem most advantageous for promoting the interests of the corporation. But the clear annual income of such real estate shall not at any time exceed the sum of fifteen thousand dollars, and the clear annual income of such personal estate shall not at any time exceed the sum of forty thousand dollars. (*This limitation was raised by General Corporation Law, formerly Sec. 15, now Sec. 12.*)

SEC. 5. The said corporation shall possess all the powers and privileges and be subject to the liabilities and restrictions conferred and imposed upon like institutions in and by chapter four hundred and thirty-eight of the laws of eighteen hundred and eighty-four, entitled "An act to revise and consolidate the statutes of the state relating to the custody and care of indigent and pauper children by orphan asylums and other charitable institutions", as such act now stands, or may hereafter, from time to time, be amended. The said corporation shall possess the general powers and privileges, and be subject to the provisions and restrictions prescribed in the third title of the eighteenth chapter of the first part of the Revised Statutes, so far as the same are applicable. (*Laws of 1884, Ch. 438 repealed; now in Domestic Relations Law, Art. 6 and 7. Third title of eighteenth chapter of first part of Revised Statutes is now found in various sections of General Corporation Law.*)

SEC. 6. The said corporation shall have power to make by-laws, rules and regulations not inconsistent with this act, for the election, qualification, and government of its members, the election of its officers, the regulation of its meetings, the appointment of agents, superintendents, teachers, and servants; the regulation of their duties and government, and the safe keeping and protection of its property and funds. The existing by-laws of the corporation, so far as they are consistent with this act, shall be of full force and effect, until altered or amended at an annual meeting of the corporation, or at a special meeting called for that purpose.

SEC. 7. Until the first election of officers after the passage of this act shall take place as hereinbefore provided, the officers of the said corporation shall be and remain as

at present elected and constituted, subject, however, to all the directions and regulations in this act contained so far as applicable.

SEC. 8. All acts, or parts of acts, inconsistent with this act, are hereby repealed. But nothing herein contained shall be so construed as to impair, take away, or in anywise affect any right, interest, property, claim or demand of or belonging to said corporation, or to affect the validity of any indentures of apprenticeship or other agreements executed before the passage of this act.

SEC. 9. The legislature shall have the right at any time hereafter to repeal, alter or modify this act.

SEC. 10. This act shall take effect immediately.

BY-LAWS OF THE BUFFALO ORPHAN ASYLUM

ADOPTED OCTOBER 16, 1900

WITH SUBSEQUENT AMENDMENTS NOTED.

ART. I. Any person is eligible for election to membership in the corporation. But only upon election by the Board of Trustees shall such person become a member of the corporation. Honorary members of the corporation may be elected by the board of trustees. (*Amended at Annual Meeting, Jan. 9, 1940.*)

ART. II. The annual meeting of the corporation shall be held on the second Tuesday of January in each year. The fiscal year of the corporation shall end December 31st of each year.

Special meetings of the corporation shall be called by the president whenever not less than three of the board of trustees may so request in writing.

Notice of every meeting of the corporation shall be given by mail to all members not less than ten days before the meeting. Such notice shall be signed by the Secretary and shall state the purpose of such meeting. (*Amended at Special meeting, Dec. 20, 1935.*)

ART. III. The election of the officers and trustees of the corporation shall be held at the annual meeting. At each such election two members of the corporation who are not candidates for office shall be appointed viva voce, inspectors of such election, whose duty it shall be to decide upon the competency to vote of any and all persons who may offer to do so, to receive and count the votes cast, to declare the result of the election, and to make and sign a

certificate of the same in the records of the corporation. (*Amended at Special Meeting, Dec. 20, 1935.*)

ART. IV. The president, vice-president, secretary, treasurer and trustees shall be elected by ballot in the order named.

ART. V. The president of the corporation shall preside at all meetings of the corporation, and at all meetings of the board of trustees, and shall perform all the duties usually appertaining to the office of president.

In his absence, the vice-president shall preside, and in the absence of both, some other member of the board of trustees shall be elected president pro tem.

ART. VI. The secretary of the corporation shall give due notice of all meetings of the corporation, and of all meetings of the board of trustees. He shall attend all such meetings and keep a correct record of the proceedings thereat, and shall do all other necessary writing to the business of the corporation.

ART. VII. The treasurer, shall, before entering upon the duties of his office, execute and deliver to the Buffalo Orphan Asylum a bond in the penal sum of ten thousand dollars, with sureties approved by the board of trustees, conditioned for the faithful performance of the duties of his office. He shall keep an accurate account of all moneys received, paid out, and remaining in his hands, and of all other property of the corporation committed to his charge. He shall render to the board of trustees at each monthly meeting thereof an account of all moneys received, paid out, and remaining in his hands, and prior to the annual meeting he shall prepare and verify the reports required by law and in addition thereto a report of the transactions in

his department for the year preceding. (*Amended at Adjourned Annual Meeting Jan. 19, 1937.*)

ART. VIII. A meeting of the board of trustees shall be held on the second Tuesday of every month, at such hour and place as the board may direct.

The order of business at such meetings shall be as follows:

- (1) Reading of the minutes of the last meeting.
- (2) Receiving and acting upon reports.
- (3) Auditing accounts against the corporation.
- (4) Miscellaneous business.

Seven members of the board of trustees shall constitute a quorum at all meetings of said board. (*Amended at Annual Meeting Oct. 9, 1915 and Jan. 9, 1940.*)

ART. IX. Special meetings of the board of trustees may be called by the president at his discretion, and shall be called by him at any time upon the written request of at least three trustees.

ART. X. At its first regular meeting after the annual election, the board of trustees may appoint such standing committees as it shall determine for the ensuing year. (*Amended at Adjourned Annual Meeting Jan. 19, 1937.*)

ART. XI. The standing committees shall keep full and accurate records of all business transacted by them, and shall report monthly to the board of trustees.

ART. XII. The board of trustees may contract with the proper authorities to keep and board at the Asylum, children who are supported by the county. They may also contract with individuals to keep and board at the Asylum other children whom such individuals may desire to have thus provided for.

ART. XIII. Applications for the admission of children to the Asylum shall be made to the Superintendent.

All applications for the admission of private charges shall be investigated by an agent of the Asylum, or by some society organized for such work, and no private charge shall be received until such investigation has been made and the fact established that the child for whom admission is applied for is a suitable charge for the Asylum. After such investigation of applications for admission, the Superintendent shall report the facts of each case to the executive committee which shall determine whether or not the applicant shall be received.

In emergency cases, children may be admitted at the discretion of the Superintendent, after investigation of the circumstances of such cases, and at the next regular meeting of the executive committee, the admission of those cases shall be reported to the executive committee for its approval.

ART. XIV. Upon the admission or surrender of every child to the Asylum an accurate record shall be made, in a book prepared for that purpose, of the name, birthplace, and age of such child, and such other particulars and information as the law may require, or as may hereafter be of interest to the child or the Asylum. Such record shall also state the nationality, names and residences of the parents of such child, and if the surrender was not signed by both such parents, shall give in full the reason therefor. (*Amended at Adjourned Annual Meeting Jan. 19, 1937.*)

ART. XV. The board of trustees shall appoint and may at pleasure remove, a superintendent of the Asylum who shall, before entering upon the duties of the office, execute and deliver to the Buffalo Orphan Asylum a bond in the

penal sum of Twenty-five hundred dollars, in form and with surety to be approved by the board of trustees. Such superintendent shall strictly observe and enforce all the regulations which the board of trustees may from time to time make. The superintendent shall have the full oversight of the help employed at the Asylum with full power of substitution. She shall purchase all food supplies, see that said food is properly prepared and fed to the inmates of the Asylum; have full charge of the interior workings of the institution, subject to the approval of the board of trustees and shall make a regular report or statement to the board of trustees at each regular first meeting of each month, showing in detail the number, names, ages and condition of the children received into and discharged from the Asylum during the previous month. (*Amended at Adjourned Annual Meeting Jan. 19, 1937.*)

ART. XVI. The superintendent shall not be present at meetings of the board, unless specially invited by the presiding officer for the purpose of making explanations, or giving information relative to matters there under consideration. (*Amended at Adjourned Annual Meeting Jan. 19, 1937.*)

ART. XVII. The compensation of the superintendent and all employees of the Asylum shall be fixed by the board of trustees; except that the women servants may be employed, and their compensation fixed by the superintendent, subject to the approval of the board of trustees. (*Amended at Adjourned Annual Meeting Jan. 19, 1937.*)

ART. XVIII. No trustee, officer or employee of this institution shall be in any manner interested in any contract to which the Asylum is a party, but salary, compensation or emolument may be paid to any trustee or officer

when authorized by the board of trustees. (*Amended at Adjourned Annual Meeting Jan. 19, 1937.*)

ART. XIX. These by-laws may be altered or amended only at the annual meeting of the corporation or at a special meeting called for that purpose.

But no such amendment or alteration shall be made except upon the report of a committee appointed at a preceding meeting of the board of trustees for the purpose of considering and reporting upon such proposed amendments or alterations.

